

Form

990**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2011Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20**B Check if applicable**

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization

WILLOWSFORD CONSERVANCY

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

44095 PIPELINE PLAZA

Room/suite

140

City or town, state or country, and ZIP + 4

ASHBURN, VA 20147

F Name and address of principal officer

JEFFREY T. SCHNEIDER

44095 PIPELINE PLAZA SUITE 140 ASHBURN, VA 20147

D Employer identification number

45-0609461

E Telephone number

(571) 252-3980

G Gross receipts \$ 381,612.**H(a) Is this a group return for affiliates?** Yes ☐ No ☒**H(b) Are all affiliates included?** Yes ☐ No ☐

If "No," attach a list (see instructions)

H(c) Group exemption number ▶**I Tax-exempt status** 501(c)(3) ☒ 501(c)(4) ☐ (insert no) 4947(a)(1) or 527**J Website.** ▶ WWW.WILLOWSFORD.COM/VISION/CONSERVANCY**K Form of organization** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation** 2010 **M State of legal domicile** VA**Part I Summary**

Activities & Governance		Revenue		Expenses		Net Assets or Fund Balances	
1	Briefly describe the organization's mission or most significant activities TO GENERATE, PRESERVE, AND ENHANCE A TRUE SENSE OF COMMUNITY THROUGH THE CREATION AND SPONSORSHIP OF PROGRAMS, ACTIVITIES, AND SERVICES FOR THE BETTERMENT OF WILLOWSFORD AND THE SURROUNDING COMMUNITY (SEE GEN. STMT. 1)						
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets						
3	Number of voting members of the governing body (Part VI, line 1a)	3	3				
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	1				
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1				
6	Total number of volunteers (estimate if necessary)	6	3				
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0				
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0				
8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year				
9	Program service revenue (Part VIII, line 2g)	0	381,612.				
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	0				
11	Other revenue (Part VIII, column (A), lines 5, 6d, 6c, 6e, 40c, and 11e)	0	-20,800.				
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	360,812.				
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	1,000.				
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0				
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	30,565.				
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0				
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0				
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	0	93,080.				
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	0	124,645.				
19	Revenue less expenses Subtract line 18 from line 12	0	236,167.				
20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year				
21	Total liabilities (Part X, line 26)	0	276,349.				
22	Net assets or fund balances Subtract line 21 from line 20	0	40,182.				
		0	236,167.				

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

11/14/12

Type or print name and title

SECRETARY AND TREASURER

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

MORGAN L. SOUZA

Morgan L Souza

11/13/2012

P00652612

Firm's name ▶ KPMG LLP

Firm's EIN ▶ 13-5565207

Firm's address ▶ 717 N HARWOOD STREET, SUITE 3100 DALLAS, TX 75201

Phone no 214-840-2000

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

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PAGE 2

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission

NONE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 92,115 including grants of \$ 1,000) (Revenue \$ 0)
SEE SCHEDULE O, GENERAL STATEMENT 2

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 92,115.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>		X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☒ X

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	1	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		
d If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders.	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c Enter the amount of reserves on hand.	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. ☒ X

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b Enter the number of voting members included in line 1a, above, who are independent.		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	X	
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.		X
12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.		
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed: _____

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **JEFFREY T SCHNEIDER 44095 PIPELINE PLAZA SUITE 140 ASHBURN, VA 20147 571-252-3973**

JSA

Form 990 (2011)

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ATTACHMENT 1										
(1) AIMEE MARTIN VICE PRESIDENT/SECRETARY	1.00	X		X				0	0	0
(2) BRIAN CULLEN PRESIDENT	1.00	X		X				0	0	0
(3) GARRETT SOLOMON VICE PRESIDENT	1.00	X		X				0	0	0
(4) JEFFREY T. SCHNEIDER TREASURER	1.00			X				0	0	0
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

[illegible]

1b Sub-total	0	0	0
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c Total from continuation sheets to Part VII, Section A	0	0	0
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d Total (add lines 1b and 1c)	0	0	0
--	---	---	---

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization	0
---	---	---

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual.

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2	Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization	0
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Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	381,612			
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		381,612.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)			0		
	4	Income from investment of tax-exempt bond proceeds			0		
	5	Royalties			0		
		(i) Real	(ii) Personal				
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)			0		
		(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory			0.		
	b	Less cost or other basis and sales expenses			20,800		
	c	Gain or (loss)			-20,800		
	d	Net gain or (loss)			-20,800		-20,800
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18			a		
	b	Less direct expenses			b		
	c	Net income or (loss) from fundraising events			0		
	9a	Gross income from gaming activities See Part IV, line 19			a		
	b	Less direct expenses			b		
	c	Net income or (loss) from gaming activities			0		
	10a	Gross sales of inventory, less returns and allowances			a		
b	Less cost of goods sold			b			
c	Net income or (loss) from sales of inventory			0			
Miscellaneous Revenue				Business Code			
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d			0			
12	Total revenue. See instructions			360,812.		-20,800	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	1,000.	1,000.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members.	0			
5 Compensation of current officers, directors, trustees, and key employees.	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7 Other salaries and wages.	28,413.	21,542.	6,871.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	0			
9 Other employee benefits.	0			
10 Payroll taxes.	2,152.	1,614.	538.	
11 Fees for services (non-employees):				
a Management.	0			
b Legal.	430.		430.	
c Accounting.	22,073.		22,073.	
d Lobbying.	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees.	0			
g Other.	43,602.	41,898.	1,704.	
12 Advertising and promotion.	4,088.	4,088.		
13 Office expenses.	1,723.	1,066.	657.	
14 Information technology.	0			
15 Royalties.	0			
16 Occupancy.	0			
17 Travel.	601.	601.		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19 Conferences, conventions, and meetings.	180.	180.		
20 Interest.	0			
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization.	4,772.	4,515.	257.	
23 Insurance.	0			
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>VARIOUS FARM EXPENSES</u>	10,618.	10,618.		
b <u>BUILDING REPAIR AND MAINT.</u>	3,105.	3,105.		
c <u>VEHICLES EXPENSE</u>	1,888.	1,888.		
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e.	124,645.	92,115.	32,530.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing	0 1	6,581.
	2 Savings and temporary cash investments	0 2	0
	3 Pledges and grants receivable, net	0 3	0
	4 Accounts receivable, net	0 4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0 5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0 6	0
	7 Notes and loans receivable, net	0 7	0
	8 Inventories for sale or use	0 8	0
	9 Prepaid expenses and deferred charges	0 9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 274,540.	
	b Less: accumulated depreciation	10b 4,772.	10c 269,768.
	11 Investments - publicly traded securities	0 11	0
	12 Investments - other securities. See Part IV, line 11	0 12	0
	13 Investments - program-related. See Part IV, line 11	0 13	0
	14 Intangible assets	0 14	0
	15 Other assets. See Part IV, line 11	0 15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	0 16	276,349.	
Liabilities	17 Accounts payable and accrued expenses	0 17	0
	18 Grants payable	0 18	0
	19 Deferred revenue	0 19	0
	20 Tax-exempt bond liabilities	0 20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0 21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0 22	0
	23 Secured mortgages and notes payable to unrelated third parties	0 23	40,182.
	24 Unsecured notes and loans payable to unrelated third parties	0 24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0 25	0
	26 Total liabilities. Add lines 17 through 25	0 26	40,182.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	0 27	236,167.
	28 Temporarily restricted net assets	0 28	0
	29 Permanently restricted net assets	0 29	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	0 33	236,167.
	34 Total liabilities and net assets/fund balances.	0 34	276,349.

Form 990 (2011)

Page **12****Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI. ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	360,812.
2	Total expenses (must equal Part IX, column (A), line 25)	2	124,645.
3	Revenue less expenses Subtract line 2 from line 1	3	236,167.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	236,167.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII. ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?		X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2011)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

WILLOWSFORD CONSERVANCY

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number

45-0609461

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition d ☐ Loan or exchange programs
b ☐ Scholarly research e ☐ Other _____
c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table.

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Temporarily restricted endowment ▶ _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		17,666.		17,666.
c Leasehold improvements				
d Equipment		133,640.	4,772.	128,868.
e Other		123,234.		123,234.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).				269,768.

Schedule D (Form 990) 2011

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

Part XIV Supplemental Information *(continued)*

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

WILLOWSFORD CONSERVANCY

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

**Open to Public
Inspection**

Employer identification number

45-0609461

GENERAL STATEMENT 1

PART III, LINE 1: ORGANIZATION'S MISSION

THE WILLOWSFORD CONSERVANCY'S (THE CONSERVANCY) MISSION IS TO GENERATE,
PRESERVE, AND ENHANCE A TRUE SENSE OF COMMUNITY THROUGH THE CREATION AND
SPONSORSHIP OF PROGRAMS, ACTIVITIES, AND SERVICES TO FACILITATE
INTERACTION, INCLUSIVENESS, INVOLVEMENT, COMMUNITY PRIDE AND
RESPONSIBILITY, AND THE SHARING OF IDEAS, COMMON INTERESTS, AND RESOURCES
IN ORDER TO ENHANCE THE LIFESTYLE WITHIN AND CONTRIBUTE TO THE BETTERMENT
OF WILLOWSFORD, AND THE SURROUNDING COMMUNITY.

THE CONSERVANCY'S GOAL IS TO FOSTER A TRUE "COMMUNITY" WHERE PEOPLE NOT
ONLY LIVE AND PLAY, BUT PUT DOWN ROOTS, BUILD RELATIONSHIPS, AND GET
INVOLVED IN A WAY THAT CREATES A BETTER QUALITY OF LIFE FOR THEMSELVES,
THEIR NEIGHBORS, AND THE COMMUNITY AT LARGE. THE ACTIVITIES AND
FACILITIES OF THE CONSERVANCY ARE FOR THE USE OF THE COMMUNITY AS A WHOLE
AND FOR THE BENEFIT OF BOTH THE WILLOWSFORD COMMUNITY AND THE SURROUNDING
LOUDOUN COUNTY COMMUNITY. THE CONSERVANCY'S LAND AND FACILITIES ARE
ACCESSIBLE BY THE GENERAL PUBLIC AS WELL AS RESIDENTS OF THE WILLOWSFORD
COMMUNITY.

Name of the organization

Employer identification number

WILLOWSFORD CONSERVANCY

45-0609461

GENERAL STATEMENT 2

PART III, LINE 4: PROGRAM SERVICE ACCOMPLISHMENTS

IN FURTHERANCE OF ITS MISSION, THE CONSERVANCY IS CHARGED WITH MANAGING AND MAINTAINING APPROXIMATELY 2,000 ACRES OF FORESTED AND AGRICULTURAL LAND WITHIN WILLOWSFORD AND MAINTAINING ITS UNIQUE AGRICULTURAL CHARACTER. THE CONSERVANCY MAINTAINS THE UNDEVELOPED SPACE SO THAT RESIDENTS AND VISITORS TO WILLOWSFORD MAY CONTINUE TO EXPERIENCE THE RURAL LIFESTYLE AND AGRICULTURAL HERITAGE OF LOUDOUN COUNTY.

IN 2011, THE CONSERVANCY BEGAN THE CONDUCT OF ACTIVITIES SPECIFICALLY RELATED TO THE MAINTENANCE AND PRESERVATION OF ITS AGRICULTURAL LAND. THE CONSERVANCY PRESERVES MUCH OF ITS FARM LAND BY CONTINUING TO GROW CROPS INDIGENOUS TO THE AREA AND OPERATING THE ACTIVITY AS A DEMONSTRATION FARM. ONCE UP AND RUNNING, THE FARM WILL BE USED AS A COMMUNITY BUILDING ACTIVITY AS WELL AND THE CONSERVANCY HOPES TO EDUCATE AREA RESIDENTS ABOUT LOCAL AGRICULTURE AND FARMING TECHNIQUES AND METHODS, AND TO PROMOTE ENVIRONMENTAL AWARENESS AND HEALTH AND WELLNESS PROGRAMS FOR THE COMMUNITY, ENCOURAGING HEALTHFUL ACTIVITIES AND EATING HABITS WHILE PROMOTING AND PRESERVING THE UNIQUE AGRICULTURAL ASPECTS OF LOUDOUN COUNTY. PRODUCE GROWN ON THE DEMONSTRATION FARM WILL BE SOLD AT AN ON-SITE "FARMER'S MARKET" AND THE CONSERVANCY WILL ALSO ALLOW COMMUNITY MEMBERS TO SIGN UP AT THE BEGINNING OF THE GROWING SEASON TO PURCHASE A PORTION OF ITS CROPS.

Name of the organization

Employer identification number

WILLOWSFORD CONSERVANCY

45-0609461

GENERAL STATEMENT 3

PART V: STATEMENTS REGARDING OTHER IRS FILINGS AND TAX COMPLIANCE

PART V: QUESTION 1A - THE NUMBER OF FORMS 1099 REPORTED IN PART V, LINE

1A IS NONE. COMPENSATION REPORTED FOR INDEPENDENT CONTRACTORS WAS

REPORTED ON THE FORM 1096, ANNUAL SUMMARY AND TRANSMITTAL OF U.S.

INFORMATION RETURNS OF THE DEVELOPER, WILLOWSFORD, LLC (FEIN:

01-0937048).

GENERAL STATEMENT 4

PART VI: SECTION A. GOVERNING BODY AND MANAGEMENT

PART VI: QUESTION 2 - THE FOLLOWING OFFICERS AND TRUSTEES HAD A BUSINESS

RELATIONSHIP IN 2011 OUTSIDE OF THE FILING ORGANIZATION:

GARRETT SOLOMON AND AIMEE MARTIN

BRIAN CULLEN AND GARRETT SOLOMON

GARRETT SOLOMON AND JEFFREY T. SCHNEIDER

GENERAL STATEMENT 5

PART VI: SECTION A. GOVERNING BODY AND MANAGEMENT

PART VI: QUESTION 5 - DURING 2011, TWO FARM EQUIPMENT VEHICLES WERE

STOLEN FROM THE ORGANIZATION'S PROPERTY AND HAVE NOT BEEN SUBSEQUENTLY

RECOVERED. THE LOSS ASSOCIATED WITH THIS THEFT HAS BEEN REPORTED ON FORM

990, PART VIII.

Name of the organization

Employer identification number

WILLOWSFORD CONSERVANCY

45-0609461

GENERAL STATEMENT 6

PART VI: SECTION A. GOVERNING BODY AND MANAGEMENT

PART VI: QUESTION 7A AND 7B - WILLOWSFORD, LLC (FOUNDER), IS AUTHORIZED TO APPOINT, REMOVE, AND REPLACE ALL OF THE TRUSTEES FOR SO LONG AS IT, ANY OF ITS AFFILIATES, OR ANY CONSENTING OWNERS OWN REAL PROPERTY IN WILLOWSFORD, OR THE FOUNDER HAS AN UNEXPIRED OPTION TO EXPAND WILLOWSFORD PURSUANT TO COMMUNITY COVENANT, OR UNTIL SUCH EARLIER TIME AS IT RELINQUISHES SUCH RIGHT.

IN ADDITION, THE FOUNDER RETAINS THE FOLLOWING RIGHTS:

-FOR SO LONG AS THE FOUNDER, OR ANY FOUNDER AFFILIATE, OWNS REAL PROPERTY IN WILLOWSFORD, OR THE FOUNDER HAS AN UNEXPIRED OPTION TO EXPAND WILLOWSFORD PURSUANT TO A COMMUNITY COVENANT, THE FOUNDER'S CONSENT IS REQUIRED TO DISSOLVE THE CONSERVANCY, OR FOR ANY MERGER OR CONSOLIDATION OF THE CONSERVANCY.

-NO AMENDMENT TO THE CONSERVANCY'S BYLAWS MAY REMOVE, REVOKE, OR MODIFY ANY RIGHT OR PRIVILEGE OF THE FOUNDER WITHOUT THE WRITTEN CONSENT OF THE FOUNDER (OR THE ASSIGNEE OF SUCH RIGHT OR PRIVELEGE).

GENERAL STATEMENT 7

PART VI: SECTION A. GOVERNING BODY AND MANAGEMENT

PART VI: QUESTION 8B - THE ORGANIZATION DOES NOT HAVE ANY COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE BOARD OF TRUSTEES, AND AS SUCH NO COMMITTEE MEETING MINUTES ARE REQUIRED.

Name of the organization

WILLOWSFORD CONSERVANCY

Employer identification number

45-0609461

GENERAL STATEMENT 8

PART VI: SECTION B. POLICIES

PART VI: QUESTION 11B - THE ORGANIZATION ENGAGES A PAID PREPARER

EXPERIENCED IN THE PREPARATION OF THE FORM 990 TO PREPARE THE FORM. THE ORGANIZATION'S TREASURER REVIEWS THE RETURN AS PREPARED BY THE PREPARER. A COPY OF THE RETURN IS THEN PROVIDED TO ALL MEMBERS OF THE BOARD OF TRUSTEES PRIOR TO FILING.

GENERAL STATEMENT 9

PART VI: SECTION C. DISCLOSURE

PART VI: QUESTION 19 - THE ORGANIZATION'S GOVERNING DOCUMENTS AND

FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC UPON REQUEST.

ATTACHMENT 1FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

NAME AND TITLE	HOURS DEVOTED FOR RELATED ORGANIZATION
AIMEE MARTIN	
VICE PRESIDENT/SECRETARY	40.00
GARRETT SOLOMON	
VICE PRESIDENT	40.00

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

WILLOWSFORD CONSERVANCY

Employer identification number

45-0609461

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(1)	(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(1)	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1)	WILLOWSFORD HOME OWNER'S ASSOCIATION, INC 45-0645880 44095 PIPELINE PLAZA, SUITE 140 ASHBURN, VA 20147	HOA	VA	528	N/A	WILLOWSFORD, LLC	X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

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PAGE 28

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ONAWAY INVESTMENTS, LP WOODSIDE, CA 94062 20-2896073	INVESTMENTS	DE	N/A	N/A	N/A	N/A			N/A			N/A
(2) ROCKPOINT GROUP, LLC DALLAS, TX 75219 16-1679061	INVESTMENTS	DE	N/A	N/A	N/A	N/A			N/A			
(3) LF MANAGER, LLC 20-5517623 DALLAS, TX 75219	INVESTMENTS	DE	N/A	N/A	N/A	N/A			N/A			
(4) ROCKPOINT FINANCE FUND I, LP DALLAS, TX 75219 20-4969902	FINANCING	DE	N/A	N/A	N/A	N/A			N/A			
(5) ROCKPOINT MANAGEMENT, LLC DALLAS, TX 75219 16-1680492	REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(6) ROCKPOINT LAND MANAGEMENT, LLC DALLAS, TX 75219 20-8848549	REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(7) ROCKPOINT REAL ESTATE FUND I, LP DALLAS, TX 75219 83-0369455	REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) THE KEITH B. GELB FAMILY GIFT TRUST 2008 500 WEST CUMMINGS PARK, SUITE 4900 WOBURN, MA 01801 26-6254961	REAL ESTATE INV	MA	N/A	T	N/A	N/A	N/A
(2) JONATHAN H. PAUL 2005 IRREVOCABLE TRUST 192 MEADOWBROOK ROAD WESTON, MA 02493 20-6549555	REAL ESTATE INV	MA	N/A	T	N/A		
(3) THEODORA D. & WILLIAM H. WALTON, III 1998 ONE INDEPENDENT DRIVE SUITE 1600 JACKSONVILLE, FL 32202 13-7162813	REAL ESTATE INV	FL	N/A	T	N/A		
(4) THE WALTON FAMILY IRREVOCABLE TRUST ONE INDEPENDENT DRIVE SUITE 1600 JACKSONVILLE, FL 32202 20-7429927	REAL ESTATE INV	FL	N/A	T	N/A		
(5) ROCKPOINT INVESTORS I, LTD SHIN AOYAMA BLDG E 1-1-1 TOKYO, MINAMI MINATO-KU JA FOREIGN	HOLDING COMPANY	CJ	N/A	C	N/A		
(6) RP LIMERICK INVESTORS HOLDINGS, GP LTD 87 MARY STREET KY1-9002 GEORGE TOWN, GRAND CAYMAN ISLANDS FOREIGN	HOLDING COMPANY	CJ	N/A	C	N/A		
(7) RP-5 LEASING YK 19-2 YOTSUYA 1-CHOME 160-0004 TOKYO, SHINJYUKU-KU JA FOREIGN	LEASE OF IMMOVAB	JA	N/A	C	N/A		

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) <u>RP LIMERICK INVESTORS HOLDINGS</u> <u>GEORGE TOWN, CJ</u>	FEIN: FOREIGN REAL ESTATE	CJ	N/A	N/A	N/A	N/A			N/A			N/A
(2) <u>ROCKPOINT LAND INVESTMENTS I, L</u> <u>DALLAS, TX 75219</u>	20-0815514 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(3) <u>RP BAYROCK I, LLC 35-2244928</u> <u>EMERYVILLE, CA 94608</u>	REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(4) <u>ROCKPOINT/PLC HOMES, LLC</u> <u>NEWPORT BEACH, CA 92660</u>	20-1901318 REAL ESTATE DEV.	DE	N/A	N/A	N/A	N/A			N/A			
(5) <u>ROCKPOINT/PLC AZUSA, LLC</u> <u>NEWPORT BEACH, CA 92660</u>	20-4673567 REAL ESTATE DEV.	DE	N/A	N/A	N/A	N/A			N/A			
(6) <u>HERITAGE FIELDS CAPITAL CO-INV</u> <u>DALLAS, TX 75219</u>	20-3022537 REAL ESTATE DEV	DE	N/A	N/A	N/A	N/A			N/A			
(7) <u>ROCKPOINT REAL ESTATE FUND II, L</u> <u>DALLAS, TX 75219</u>	20-3033146 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) <u>ROCKPOINT INVESTORS II, LTD</u> <u>SHIN AOYAMA BLDG E 1-1-1 TOKYO, MINAMI MINATO-KU JA</u>	HOLDING COMPANY	JA	N/A	C	N/A	N/A	N/A
(2) <u>DAINI SAKURABASHI PROPERTIES GK</u> <u>1-12-32 AKASAKA TOKYO, MINATO-KU JA</u>	REAL ESTATE INV	JA	N/A	C			
(3) <u>YUGEN KAISHA RT INVESTMENT</u> <u>26TH FLR, KASUMIGASEKI BLDG 2-5</u>	REAL ESTATE	JA	N/A	C			
(4) <u>GK RP-9 LEASING YK</u> <u>NEW MITOMI BLDG 1-12-18 TOKYO, EBISU SHIBUYA-KU JA</u>	RENTAL REAL EST	JA	N/A	C			
(5) <u>DAINI SAKURABASHI REALTY GK</u> <u>1-12-32 AKASAKA TOKYO, MINATO-KU JA</u>	REAL ESTATE INV	JA	N/A	C			
(6) <u>LLC NANOKI, LLC</u> <u>2-1-6, YAESU TOKYO, CHUO-KU JA</u>	REAL ESTATE	JA	N/A	C			
(7) <u>RP-8 LEASING, YK</u> <u>5-9-26 MINAMI-SHINAGAWA TOKYO, SHINAGAWA-KI JA</u>	RENTAL REAL EST	JA	N/A	C			

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) RP-9 TMK 98-0536054 TOKYO, MINATO-KU JA 107-0052	RENTAL REAL EST	JA	N/A	N/A	N/A	N/A			N/A			N/A
(2) PARKMERGED INVESTORS, LLC 20-3218929 NEW YORK, NY 10038	FEIN: REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(3) ROCKPOINT LAND INVESTMENTS, LLC DALLAS, TX 75219	20-8801387 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(4) RP ASPEN FARMS, LLC 71-0989630 SCOTTSDALE, AZ 85253	71-0989630 CONSTRUCTION	DE	N/A	N/A	N/A	N/A			N/A			N/A
(5) ROCKPOINT LAND INV, II GP, LLC DALLAS, TX 75219	20-8801183 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(6) HELIOS CAPITAL YK TK TOKYO, CHIYODA-KU JA	FOREIGN RENTAL REAL EST	JA	N/A	N/A	N/A	N/A			N/A			N/A
(7) GAYA CAPITAL YK TK TOKYO, CHIYODA JA	FOREIGN REAL ESTATE INV	JA	N/A	N/A	N/A	N/A			N/A			N/A

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) MERCURY GODO KAISHA 2-1-6, YAESU 104-0028 TOKYO, CHUO-KU JA	REAL ESTATE	JA	N/A	C	N/A	N/A	N/A
(2) GONDA KAISHA RA 2 LEASING 1-4 YOTSUYA 160-0004 TOKYO, SHINJUKU-KU JA	REAL ESTATE INV	JA	N/A	C	N/A	N/A	N/A
(3) CUTLERS GARDENS ESTATES LIMITED 76 GEORGE STREET EH2 3BU EDINBURGH, UK	PROPERTY MGMT	UK	N/A	C	N/A	N/A	N/A
(4) CG COURTYARD (JERSEY) LIMITED 6 DEVONSHIRE SQUARE, 7TH FLR EC2M 4WQ LONDON, UK	PROPERTY MGMT	UK	N/A	C	N/A	N/A	N/A
(5) ALPHA PACIFIC REAL ESTATE FUND, LP WALKER HOUSE, PO BOX 908GT MARY ST GEORGETOWN, CJ	SECURITIES INV	CJ	N/A	C	N/A	N/A	N/A
(6) ROCKPOINT INVESTORS III, LTD SHIN ROYAMA BUILDING EAST 1-1-1 TOKYO, MINATO-KU JA	INVESTMENT	CJ	N/A	C	N/A	N/A	N/A
(7) RP-11 TMK 1-4 YOTSUYA TOKYO, SHINJUKU-KU JA	RENTAL REAL EST	JA	N/A	C	N/A	N/A	N/A

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) MCR ONE Y K TK AGREEMENT TOKYO, CHIYODA-KU JA	FEIN FOREIGN RENTAL REAL EST	JA	N/A	N/A	N/A	N/A			N/A			N/A
(2) ROSE ORCHARD MEZZA LLC DALLAS, TX 75219	33-1145455 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(3) MM INVESTMENT YK TK TOKYO, SHIBUYA-KU JA	FOREIGN REAL ESTATE	JA	N/A	N/A	N/A	N/A			N/A			
(4) RP BEAL ONE LLC 51-0574749 DALLAS, TX 75219	51-0574749 RENTAL REAL EST	DE	N/A	N/A	N/A	N/A			N/A			
(5) RP/HH ROSSLYN HOTEL INVESTORS, DALLAS, TX 75219	33-1145453 HOTEL	DE	N/A	N/A	N/A	N/A			N/A			
(6) RP MRP COURTHOUSE JV, LLC WASHINGTON, DC 20007	83-0506590 RENTAL	DE	N/A	N/A	N/A	N/A			N/A			
(7) RP STELLAR 1140 LLC NEW YORK, NY 10001	56-2604227 RENTAL REAL EST	DE	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) RP-11 LEASING GK 1-4 YOTSUYA TOKYO, SHINJUKU-KU JA	REAL ESTATE LEAS	JA	N/A	C	N/A	N/A	N/A
(2) RC II SARL 6C PARC D'ACTIVITIES SYRDALL L-5365 MUNSBACK, LU	REAL ESTATE	LU	N/A	C			
(3) ARIEL GODO KAISHA 2-1-6, YAESU TOKYO, CHUO-KU JA	REAL ESTATE	JA	N/A	C			
(4) GK FLOWERING PEACH ARK-MORI BUILDING 12-32 TOKYO, AKASAKI-CHOME JA	REAL ESTATE	JA	N/A	C			
(5) RP RESIDENTIAL ASSEMBLY SARL 6C PARC D'ACTIVITIES SYRDALL L-5365 MUNSBACK, LU	REAL ESTATE INV	LU	N/A	C			
(6) SANMON PARIS SAS 55-59 AV RAYMOND POINCARE 75116 PARIS, FR	REAL ESTATE	FR	N/A	C			
(7) GK J23 INVESTMENT TK 1-4 YOTSUYA TOKYO, SHINJUKU-KU JA	REAL ESTATE INV	JA	N/A	C			

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
(1) <u>RP STELLAR RIVERTON, LLC</u> 20-3269822 NEW YORK, NY 10038 REAL ESTATE	FEIN: 20-3269822 REAL ESTATE	DE	N/A	N/A	N/A	N/A				N/A	N/A
(2) <u>MC FUJIMI, LLC 35-2295304</u> DALLAS, TX 75219	REAL ESTATE	DE	N/A	N/A							
(3) <u>MC FUJIMI, TMK 20-8835564</u> TOKYO, CHIYODA-KU, JA	REAL ESTATE	JA	N/A	N/A							
(4) <u>FUJIMI MEZZ, IBLP,</u> TOKYO, MINATO-KU JA 106-6012 REAL ESTATE INV	FOREIGN REAL ESTATE INV	JA	N/A	N/A							
(5) <u>RP BMG MANHATTAN HOTELS, LLC</u> DALLAS, TX 75219	20-8846112 HOTEL	DE	N/A	N/A							
(6) <u>RP/HS ON THE AVENUE INVESTORS,</u> DALLAS, TX 75219	42-1733320 HOTEL	DE	N/A	N/A							
(7) <u>YK RA INVESTMENT, L.L.C.</u> TOKYO, CHIYODA-KU, JA	FOREIGN REAL ESTATE	JA	N/A	N/A							

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) <u>RES REAL ESTATE II, L.P.</u> 20 PRIMROSE STREET, 3RD FLOOR EC2A 2RS LONDON, UK	REAL ESTATE INV	UK	N/A	C	N/A	N/A	N/A
(2) <u>RES REAL ESTATE II, B, L.P.</u> 20 PRIMROSE STREET, 3RD FLOOR EC2A 2RS LONDON, UK	REAL ESTATE INV	UK	N/A	C			
(3) <u>RP SBH SUNCOR, INC.</u> 6720 N SCOTTSDALE RD SUITE 160 SCOTTSDALE, AZ 85253	INVESTMENT	DE	N/A	C			
(4) <u>ENGLISCHE STRASSE 5 GMBH</u> 6C PARC D'ACTIVITIES SYRDALL L-5365 MUNSBACH, LU	REAL ESTATE	LU	N/A	C			
(5) <u>RP 299 PARK, LLC</u> 3953 MAPLE AVENUE, SUITE 300 DALLAS, TX 75219	REAL ESTATE	DE	N/A	C			
(6) <u>BCRA FOOD & BEVERAGE, INC</u> 3953 MAPLE AVENUE, SUITE 300 DALLAS, TX 75219	HOTEL LIQUOR LIC	DE	N/A	C			
(7) <u>BCRA RESORT SERVICES, INC</u> 3953 MAPLE AVENUE, SUITE 300 DALLAS, TX 75219	HOTEL MANAGEMENT	DE	N/A	C			

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1) <u>RP/KINETIC SE PORTFOLIO HOLDING</u> <u>DALLAS, TX 75219</u>	FEIN: 51-0606207 INVESTMENT	DE	N/A	N/A	N/A	N/A	N/A	N/A	Yes No	N/A
(2) <u>RP/KINETIC PARC 55 JUNIOR MEZZ</u> <u>DALLAS, TX 75219</u>	51-0606213 HOTEL	DE	N/A	N/A	N/A	N/A	N/A	N/A	Yes No	N/A
(3) <u>ONE AMERICA SQUARE INVESTORS</u> <u>DALLAS, TX 75219</u>	74-3188267 RENTAL REAL EST	DE	N/A	N/A	N/A	N/A	N/A	N/A	Yes No	N/A
(4) <u>CUTLERS GARDENS LP 45-0544599</u> <u>DALLAS, TX 75219</u>	RENTAL REAL EST	DE	N/A	N/A	N/A	N/A	N/A	N/A	Yes No	N/A
(5) <u>CG COURTYARD (JERSEY) LTD</u> <u>LONDON, UK, EC2M 4WQ</u>	FOREIGN PROPERTY MGMT	UK	N/A	N/A	N/A	N/A	N/A	N/A	Yes No	N/A
(6) <u>ALPHA PACIFIC REAL ESTATE FUND</u> <u>DALLAS, TX 75219</u>	55-0907884 INVESTMENTS	DE	N/A	N/A	N/A	N/A	N/A	N/A	Yes No	N/A
(7) <u>ELMWOOD RE MANAGEMENT LLC</u> <u>DALLAS, TX 75219</u>	87-0786621 REAL ESTATE	DE	N/A	N/A	N/A	N/A	N/A	N/A	Yes No	N/A

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) BROWARD MULTIFAMILY MEMBER, LLC 61-1508555 MIAMI BEACH, FL 33137 REAL ESTATE	FEIN 61-1508555 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(2) RP MRP POTOMAC YARD, LLC DALLAS, TX 75219	75-3230318 DEVELOPMENT REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(3) DEVCON CASPIAN, LLC 01-0895894 DALLAS, TX 75219	01-0895894 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(4) RP MRP TYSONS, LLC 41-2229054 DALLAS, TX 75219	DEVELOPMENT	DE	N/A	N/A	N/A	N/A			N/A			
(5) RP/HH 22ND STREET INVESTORS DALLAS, TX 75219	76-0844396 HOTEL	DE	N/A	N/A	N/A	N/A			N/A			
(6) UK DISTRIBUTION HOLDINGS, LP DALLAS, TX 75219	42-1711556 DEVELOPMENT	DE	N/A	N/A	N/A	N/A			N/A			
(7) RP-10 TMK 75-3267555 TOKYO, MINATO-KU JA 107-0052	REAL ESTATE	JA	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) RP_SARL_98-0575982 HAMBURG, GM 20459	FEIN: 98-0575982 RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			N/A
(2) RP_SCS_CUPERTINO_HOLDINGS_LLC DALLAS, TX 75219	45-0556344 BEVERAGE SALES	DE	N/A	N/A	N/A	N/A			N/A			N/A
(3) DAINI_SAKURABASHI_GK_TK TOKYO, CHIYODA-KU, JA	FOREIGN RENTAL REAL EST	JA	N/A	N/A	N/A	N/A			N/A			N/A
(4) RP_SAWYER_MD_APARTMENT_HOLDING NEEDHAM, MA 02494	42-1719319 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(5) RP_SAWYER_PE_HOLDINGS_LLC NEEDHAM, MA 02494	42-1719320 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(6) UK_DISTRIBUTION_HOLDCO_LLC DALLAS, TX 75219	80-4013316 DEVELOPMENT	DE	N/A	N/A	N/A	N/A			N/A			N/A
(7) RP_SCS_CUPERTINO_HOLDINGS_ILLE DALLAS, TX 75219	90-0546278 INVESTMENT	DE	N/A	N/A	N/A	N/A			N/A			N/A

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations		(i) Code V-JBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) IMMOBILIENFONDS_Nr_1 FUHLENTWETE, GM D-20355	FEIN. 20-8836118 REAL ESTATE PPTY	GM	N/A	N/A	N/A	N/A			N/A			N/A
(2) SCM_29_HANDELSOBJEKTE_GMBH & C HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A				N/A			
(3) SCM_27_HANDELSOBJEKTE_GMBH & C HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A				N/A			
(4) SCM_28_HANDELSOBJEKTE_GMBH & C HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A				N/A			
(5) SCM_31_HANDELSOBJEKTE_GMBH & C HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A				N/A			
(6) SCM_33_HANDELSOBJEKTE_GMBH & C HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A				N/A			
(7) SCM_26_HANDELSOBJEKTE_GMBH & C HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A				N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) SCM 25_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FEIN: FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			N/A
(2) SCM 24_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(3) SCM 22_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(4) SCM 21_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(5) SCM 18_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(6) SCM 17_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(7) SCM 16_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) SCM_15_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FEIN: FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			N/A
(2) SCM_14_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(3) SCM_13_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(4) SCM_12_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(5) SCM_11_HANDELSOBJEKTE_GMBH & C. HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(6) SCM_1_HANDELSOBJEKTE_GMBH & CO HAMBURG, GM 20459	FOREIGN RENTAL REAL EST	GM	N/A	N/A	N/A	N/A			N/A			
(7) ROCKPOINT REAL ESTATE FUND III DALLAS, TX 75219	26-0302858 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) <u>RC BERLIN ROHRDAMM GMBH & CO K</u> <u>POHLSTR 20, BERLIN GM</u>	FEIN: FOREIGN REAL ESTATE	GM	N/A	N/A					N/A			N/A
(2) <u>MACCHOBORI TMK 98-0563222</u> <u>KASUMIGASEKI, JA 3-CHOME</u>	REAL ESTATE	JA	N/A	N/A								
(3) <u>RP STELLAR MILK LLC</u> <u>NEW YORK, NY 10038</u>	37-1556974 RENTAL REAL EST	DE	N/A	N/A								
(4) <u>IMMOBILIENFONDS NR 2</u> <u>HAMBURG, GM D-20355</u>	90-0351279 RENTAL REAL EST	GM	N/A	N/A								
(5) <u>RESIDENTIAL ASSEMBLY JV SARL</u> <u>MUNSBACH, LU L-5365</u>	98-0619687 REAL ESTATE	LU	N/A	N/A								
(6) <u>MCR 4 GK</u> <u>TOKYO, CHIYODA-KU JA 100-0011</u>	FOREIGN REAL ESTATE	JA	N/A	N/A								
(7) <u>JAPAN MEZZ JV, LLC 26-3161746</u> <u>DALLAS, TX 75219</u>	26-3161746 MEZZANINE LOAN	DE	N/A	N/A								

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) <u>RPTR HOLDING SARL</u> DALLAS, TX 75219	FEIN: 98-0615791 REAL ESTATE INV.	DE	N/A	N/A	N/A	N/A			N/A			N/A
(2) <u>IMPERIAL INVESTMENTS SARL</u> MUNSBACH, LU L-5365	98-0615795 REAL ESTATE	LU	N/A	N/A	N/A	N/A			N/A			
(3) <u>RC HOLDING SARL 75-3267561</u> MUNSBACH, LU L-5365	75-3267561 REAL ESTATE	LU	N/A	N/A	N/A	N/A			N/A			
(4) <u>PARCOY SARL</u> 21 ALLEE SCHEFFER, LU L2520	FOREIGN REAL ESTATE	LU	N/A	N/A	N/A	N/A			N/A			
(5) <u>ROCKPOINT LAND INVESTMENTS III</u> DALLAS, TX 75219	27-2282756 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(6) <u>ROCKPOINT LAND INVESTMENTS III</u> DALLAS, TX 75219	27-2282670 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(7) <u>RP-13 TMK</u> TOKYO, CHIYODA-KU JA	FOREIGN REAL ESTATE	JA	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes No		Yes No	
(1) RPS_REAL_ESTATE_LLP_98-0661921 LONDON, UK EC2A 2RS	REAL ESTATE	UK	N/A	N/A	N/A	N/A				N/A
(2) RP_MRP_900_G_LLC_27-2106806 WASHINGTON, DC 20007	REAL ESTATE	DE	N/A	N/A						
(3) RP_MRP_WASHINGTON_HARBOR_HOLD WASHINGTON, DC 20007	FEIN: 27-2804147 REAL ESTATE	DE	N/A	N/A						
(4) RP/SR ROYAL PALM WAY, LLC DALLAS, TX 75219	08-0610519 REAL ESTATE	DE	N/A	N/A						
(5) RPAP HOTEL FINANCE, LLC NEW YORK, NY 10017	01-0969484 INVESTMENT	DE	N/A	N/A						
(6) RP_SBH_SUNCOR, LLC 27-2983737 SCOTTSDALE, AZ 85253	27-2983737 INVESTMENT	DE	N/A	N/A						
(7) RP_SANCTUARY, LLC 27-2983812 SCOTTSDALE, AZ 85253	27-2983812 RECREATION	DE	N/A	N/A						

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) F redominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) RP SUNRIDGE, LLC 27-2983774 SCOTTSDALE, AZ 85253	GOLF COURSE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(2) RP PV 303 HOLDCO, LLC SCOTTSDALE, AZ 85253	FFIN. 27-2991856 INVESTMENT	DE	N/A	N/A	N/A							
(3) RP PV I, LLC 27-299378 SCOTTSDALE, AZ 85253	27-299378 DEVELOPMENT	DE	N/A	N/A	N/A							
(4) RP PV II, LLC SCOTTSDALE, AZ 85253	27-2999419 INVESTMENT	DE	N/A	N/A	N/A							
(5) RP PV III, LLC 27-2999461 SCOTTSDALE, AZ 85253	27-2999461 INVESTMENT	DE	N/A	N/A	N/A							
(6) RP PV IV, LLC 27-2999492 SCOTTSDALE, AZ 85253	27-2999492 INVESTMENT	DE	N/A	N/A	N/A							
(7) RP PV V, LLC 27-2999532 SCOTTSDALE, AZ 85253	27-2999532 INVESTMENT	DE	N/A	N/A	N/A							

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
(1) RP_PV_VI_LLC 27-2999586 SCOTTSDALE, AZ 85253	FTN 27-2999586 INVESTMENT	DE	N/A	N/A	N/A	N/A			N/A	N/A	N/A
(2) RP_HFV_LLC 27-2991811 SCOTTSDALE, AZ 85253	INVESTMENT	DE	N/A	N/A	N/A	N/A			N/A	N/A	N/A
(3) RP_PALM_VALLEY_LLC 27-2991668 SCOTTSDALE, AZ 85253	DEVELOPMENT	DE	N/A	N/A	N/A	N/A			N/A	N/A	N/A
(4) RP_SARIVAL_LLC 27-2991773 SCOTTSDALE, AZ 85253	INVESTMENT	DE	N/A	N/A	N/A	N/A			N/A	N/A	N/A
(5) RP_WATER_LLC 27-2991715 SCOTTSDALE, AZ 85253	DEVELOPMENT	DE	N/A	N/A	N/A	N/A			N/A	N/A	N/A
(6) RP_MRP_PLAZA_EAST_HOLDCO_LLC WASHINGTON, DC 20007	80-0634015 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A	N/A	N/A
(7) RPS_REAL_ESTATE_II_LLP LONDON, UK EC2A 2RS	98-0668552 REAL ESTATE	UK	N/A	N/A	N/A	N/A			N/A	N/A	N/A

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) <u>RP JEFFERSON 14 LLC 27-3710698</u> <u>MCLEAN, VA 22102</u>	REAL ESTATE	DE	N/A	N/A	N/A	N/A						N/A
(2) <u>MILFORD PLAZA LP 27-3172463</u> <u>DALLAS, TX 75219</u>	HOTELS	DE	N/A	N/A								
(3) <u>FISHER ROCKPOINT PAP TAX PARTN</u> <u>DALLAS, TX 75219</u>	PTN. 27-4933980 HOLDING COMPANY	DE	N/A	N/A								
(4) <u>RP/PLC BLUE CANVAS LLC</u> <u>NEWPORT BEACH, CA 92660</u>	27-2179085 REAL ESTATE	DE	N/A	N/A								
(5) <u>RP PARK PLAZA LLC 45-0668614</u> <u>DALLAS, TX 75219</u>	HOTELS	DE	N/A	N/A								
(6) <u>RP/HH PARK PLAZA LP 45-0668848</u> <u>DALLAS, TX 75219</u>	HOTELS	DE	N/A	N/A								
(7) <u>RP/HH PARK PLAZA GE LLC</u> <u>DALLAS, TX 75219</u>	45-0668741 HOTELS	DE	N/A	N/A								

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) RP/SR_B-MEZZ_LOAN_PORTFOLIO_L DALLAS, TX 75219	FEIN: 45-0649631 INVESTMENT	DE	N/A	N/A	N/A	N/A			N/A			N/A
(2) RP/PRESIDIO_CENTRAL_CAMPUS_LL DALLAS, TX 75219	27-4516300 REAL ESTATE	DE	N/A	N/A	N/A							
(3) RP/PRESIDIO_JAVA_LLC_27-50829 DALLAS, TX 75219	27-5082912 REAL ESTATE	DE	N/A	N/A	N/A							
(4) RP/CLEARVIEW_OLD_TOWN_LLC_27-5319601 DALLAS, TX 75219	27-5319601 HOTEL	DE	N/A	N/A	N/A							
(5) RP/SCS_WSD_HOTEL_LLC_45-1537567 DALLAS, TX 75219	45-1537567 HOTEL	DE	N/A	N/A	N/A							
(6) RP/EMBARCADERO_SILICON_VALLEY_80-0715940 BELMONT, CA 94002	80-0715940 REAL ESTATE	DE	N/A	N/A	N/A							
(7) RP/LCPB_WAIKIKI_HOTEL_LLC_45-1796719 CHICAGO, IL 60654	45-1796719 REAL ESTATE	DE	N/A	N/A	N/A							

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sec. 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) SB HOLDCO, LLC 45-2743603 DALLAS, TX 75219	FFIN. HOTEL	DE	N/A	N/A	N/A	N/A			N/A			N/A
(2) RPR MARIN, LLC 27-4879081 NEW YORK, NY 10038	REAL ESTATE INV	DE	N/A	N/A								
(3) RPR CORTE-MADERA OWNER, LLC NEW YORK, NY 10038	27-4879259 REAL ESTATE INV	DE	N/A	N/A								
(4) RP/WG CABANA, LP 45-1476257 NEW YORK, NY 10022	45-1476257 REAL ESTATE	DE	N/A	N/A								
(5) RP/WG CABANA, GP, LLC 45-1476257 NEW YORK, NY 10022	REAL ESTATE	DE	N/A	N/A								
(6) SCI AVENUE DE NEW YORK PARIS, FR 75008	98-1018281 REAL ESTATE	FR	N/A	N/A								
(7) SCI FOCH VUE 98-0653690 PARIS, FR F-75001	REAL ESTATE	FR	N/A	N/A								

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) MVC_I_IMMOBILIEN_SARL & CO KG DUSSELDORF, GM 40213	FFTN. FOREIGN RENTAL REAL EST.	GM	N/A	N/A	N/A	N/A						N/A
(2) MVC_II_IMMOBILIEN_SARL & CO KG DUSSELDORF, GM 40213	FOREIGN RENTAL REAL EST.	GM	N/A	N/A	N/A	N/A						
(3) MVC_III_IMMOBILIEN_SARL & CO KG DUSSELDORF, GM 40213	FOREIGN RENTAL REAL EST.	GM	N/A	N/A	N/A	N/A						
(4) MVC_IV_IMMOBILIEN_SARL & CO KG DUSSELDORF, GM 40213	FOREIGN RENTAL REAL EST.	GM	N/A	N/A	N/A	N/A						
(5) MVC_V_IMMOBILIEN_SARL & CO KG F DUSSELDORF, GM 40213	FOREIGN RENTAL REAL EST.	GM	N/A	N/A	N/A	N/A						
(6) KOENIGSALLE LP III, SARL LUXEMBOURG, LU L-1114	FOREIGN RENTAL REAL EST.	LU	N/A	N/A	N/A	N/A						
(7) KOENIGSALLE LP II, SARL LUXEMBOURG, LU L-1114	FOREIGN RENTAL REAL EST.	LU	N/A	N/A	N/A	N/A						

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) KOENIGSALLE LP IV SARL LUXEMBOURG, LU L-1114	FEIN. FOREIGN RENTAL REAL EST.	LU	N/A	N/A								
(2) KOENIGSALLE LP V SARL LUXEMBOURG, LU L-1114	FOREIGN RENTAL REAL EST	LU	N/A	N/A								
(3) KOENIGSALLE LP I SARL LUXEMBOURG, LU L-1114	FOREIGN RENTAL REAL EST	LU	N/A	N/A								
(4) GK RT INVESTMENT II TOKYO, CHIYODA-KU JA	FOREIGN RENTAL REAL EST	JA	N/A	N/A								
(5) CR NEWTON HOTEL LLC DALLAS, TX 75219	27-0354205 HOTELS	DE	N/A	N/A								
(6) CR/TPG NEWTON HOTEL LLC NEWTON, MA 02462	27-0354270 HOTEL	DE	N/A	N/A								
(7) THE CENTRE UNIT TRUST ST. HELIER JERSEY UK JE4 5PS	39-6805886 REAL ESTATE	UK	N/A	N/A								

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
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Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) ROCKPOINT REAL ESTATE FUND IV, 45-2763333 DALLAS, TX 75219 REAL ESTATE	FEIN: 45-2763333 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			N/A
(2) ROCKPOINT LAND INVESTMENTS II, DALLAS, TX 75219 REAL ESTATE	28-8801183 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(3) BEACH ROAD DEVELOPMENT LP, DALLAS, TX 75219 REAL ESTATE DEV.	73-1698539 REAL ESTATE DEV.	DE	N/A	N/A	N/A	N/A			N/A			
(4) HIGH STREET SHIRLINGTON LLC, DALLAS, TX 75240 REAL ESTATE DEV	90-0232573 REAL ESTATE DEV	DE	N/A	N/A	N/A	N/A			N/A			
(5) MARCUS AVENUE PROPERTY PARENT, WOODBURY, NY 11797 REAL ESTATE	45-3391296 REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			
(6) SHIRLINGTON LENDER LLC, DALLAS, TX 75240 REAL ESTATE LOANS	90-0235170 REAL ESTATE LOANS	DE	N/A	N/A	N/A	N/A			N/A			
(7) MC FUMIMI ML UNIT HOLDER LLC, DALLAS, TX 75219 REAL ESTATE	REAL ESTATE	DE	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
(1) NUEVO FUJIMI, LLC DALLAS, TX 75219	REAL ESTATE	DE	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
(2) PLATINUM TRIANGLE PARTNERS, LLC ALISO VIEJO, CA 92656	REAL ESTATE	DE	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
(3) PRINCETON ESTATES, LP COLLEGE PARK, MD 20740	FEIN: 20-2195731 REAL ESTATE	MD	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
(4) RP PREMIUM RMB INVESTMENTS, L DALLAS, TX 75219	80-0482913 REAL ESTATE	DE	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
(5) RP STELLAR RIVERTON ASSOCIATES DALLAS, TX 75219	02-0793043 REAL ESTATE	DE	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
(6) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
(7) -----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----	-----	-----	-----	-----	-----	-----	-----
(2) -----	-----	-----	-----	-----	-----	-----	-----
(3) -----	-----	-----	-----	-----	-----	-----	-----
(4) -----	-----	-----	-----	-----	-----	-----	-----
(5) -----	-----	-----	-----	-----	-----	-----	-----
(6) -----	-----	-----	-----	-----	-----	-----	-----
(7) -----	-----	-----	-----	-----	-----	-----	-----

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (iii) royalties or (iv) rent from a controlled entity		
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)	X	
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
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Schedule R (Form 990) 2011

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).